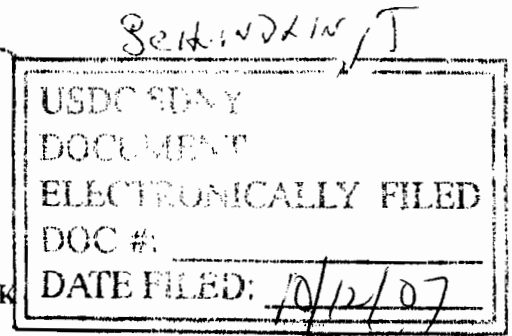


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK



ASPEX EYEWEAR, INC. and CONTOUR  
OPTIK INC.,

Plaintiffs,

v.

OVERLOOK OPTICAL INC.,

Defendant.

Civil Action No. 07-cv-5627 (SAS)

District Judge Shira A. Scheindlin

Magistrate Judge Douglas F. Eaton

x

**STIPULATION AND [Proposed]  
ORDER OF DISMISSAL WITH PREJUDICE**

THIS MATTER, having come before the Court on the joint request by both parties for entry of this Stipulation and [Proposed] Order of Dismissal With Prejudice, and the Defendant having not yet answered the Plaintiffs' complaint, the parties having agreed to amicably resolve this dispute in a separate settlement agreement, and for good cause shown:

IT IS ORDERED that:

1. The claims of Plaintiffs are dismissed with prejudice, pursuant to F.R.C.P. 41(a)(1)(ii);
2. This Court shall retain jurisdiction to enforce and the settlement agreement between the parties; and
3. All parties shall bear their own costs and attorneys' fees.

For Plaintiffs:

*Stephen L. Procaccini*  
Steven L. Procaccini  
Stephen F. Roth  
LERNER, DAVID, LITTENBERG,  
KRUMHOLZ & MENTLIK, LLP  
600 South Avenue West  
Westfield, NJ 07090  
Tel: 908.654.5000  
Fax: 908.654.7866

For Defendant:

*Marc J. Pensabene*  
Marc J. Pensabene  
Nicole A. Callahan  
FITZPATRICK, CELLA,  
HARPER & SCINTO  
30 Rockefeller Plaza  
New York, NY 10112-3800  
Tel: 212.218.2100  
Fax: 212.218.2200

SO ORDERED:

Dated: *Oct. 11, 2007*

*Shira A. Scheindlin*  
Shira A. Scheindlin  
United States District Judge